

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:

**CIRCULATORY CENTERS OF,
AMERICA, LLC, et. al.,**

Debtor.

**CIRCULATORY CENTERS OF
AMERICA, LLC, et. al.,**

Movant,

vs.

**PENNSYLVANIA DEPARTMENT OF
REVENUE, INTERNAL REVENUE SERVICE,
FIFTH THIRD BANK, LIN TELEVISION
CORPORATION, SINCLAIR BROADCAST
GROUP, INC., WJAC LICENSEE LLC,
COVIDIEN SALES LLC, TIMBERLINE
MOB, LLC, MAX MEDIA, GE HFS, LLC,**

Respondents.

Bankruptcy No. 17-22572-GLT

Chapter 11

(Jointly Administered)

Document No.

Related to Doc. No.

**Hearing Date and Time:
August 31, 2017 at 10:00 a.m.**

**MOTION FOR SALE OF PERSONALTY
FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES**

AND NOW, comes Circulatory Centers of America, LLC, et. al., the Jointly Administered Debtors, by and through their Counsel, Robert O Lampl, John P. Lacher, David L. Fuchs and Ryan J. Cooney, and files this **MOTION FOR SALE OF PERSONALTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES**, as follows:

1. Circulatory Centers of America, LLC, et. al., are the Debtors in the above Chapter 11 Cases which are Jointly Administered and includes:

- a. Circulatory Centers of America, LLC;
- b. Circulatory Center of Pennsylvania, Inc.;

- c. Circulatory Center of Ohio, Inc.,
- d. Circulatory Center of West Virginia, Inc., and
- e. Circulatory Centers, P.C.

2. The above-referenced Debtors commenced their Chapter 11 Cases on the following dates:

- a. Circulatory Centers of America, LLC, Bankruptcy Case No. 17-22572-GLT was filed on June 23, 2017;
- b. Circulatory Center of Pennsylvania, Inc., Bankruptcy Case No. 17-22576-GLT was filed on June 23, 2017;
- c. Circulatory Center of Ohio, Inc., Bankruptcy Case No. 17-22575-GLT was filed on June 23, 2016,
- d. Circulatory Center of West Virginia, Inc., Bankruptcy Case No. 17-20211-GLT was filed on January 20, 2017, and
- e. Circulatory Centers, P.C., Bankruptcy Case No. 17-22571-GLT was filed on June 23, 2017.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. Section 1334, 28 U.S.C. Section 157 and 11 U.S.C. Section 363.

4. The Debtor owns and uses in its business the assets identified in the attached **EXHIBIT A** ("Personal Property").

5. On May 4, 2017, the Debtors entered into the Asset Purchase Agreement attached hereto as **EXHIBIT B**, with USA Vein Clinics of Chicago, LLC, an Illinois limited liability company as nominee for multiple entities to be named prior to the closing ("Buyer"), whereby the Buyer intends to purchase the Personal Property.

6. The purchase price shall be paid as follows:

a.) Fifty Thousand Dollars (\$50,000.00) hand money is being held in escrow by Robert O Lampl Law Office;

b.) An additional Four-Hundred Fifty Thousand Dollars (\$450,000.00) is to be deposited in escrow upon satisfaction of certain conditions identified in Exhibit B;

c.) The balance of the Purchase Price, (*Two Million Five Hundred Thousand Dollars (\$2,500,000.00)*), less amounts payable to creditors in satisfaction of outstanding liens or charges of the Debtors, including Fifth Third Bank as designated by such creditors in writing, and as approved by the Bankruptcy Court, is to be paid in accordance with Section 1.3 of the Agreement.

7. In order to fully disclose the global transaction between the Debtors, their affiliates and the Buyer, the Buyer is also under Agreement with Circulatory Centers of New York LLP ("CCNY") (an affiliated party to Debtors) to acquire all of the assets of CCNY for One Million Five Hundred Thousand Dollars (\$1,500,000.00). Closing of the CCNY transaction is contingent upon the closing of the instant Agreement between Buyer and Debtors.

8. The Respondents which may hold liens, claims and encumbrances against the Personal Property are as follows:

- a. Internal Revenue Service,
- b. Pennsylvania Department of Revenue,
- c. Fifth Third Bank,
- d. LIN Television Corporation,

- e. Sinclair Broadcast Group Inc.,
- f. WJAC Licensee LLC,
- g. Covidien Sales LLC,
- h. Timberline MOB, LLC,
- i. Max Media, and
- j. GE HFS, LLC

A copy of the UCC search is attached hereto and made a part hereof as **EXHIBIT C**.

9. The Personalty is being sold as-is, where-is.

10. The Debtor believes, and therefore avers, that the proposed sale is fair and reasonable and acceptance and approval of the same is in the best interest of this Estate.

WHEREFORE, the Movant respectfully requests that this Honorable Court enter an Order approving the sale of the personalty free and clear of all liens, claims and encumbrances.

Respectfully Submitted,

Date: July 18, 2017

/s/ Robert O Lampl
ROBERT O LAMPL
PA I.D. #19809
JOHN P. LACHER
PA I.D. #62297
DAVID L. FUCHS
PA I.D. #205694
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CERTIFICATE OF SERVICE

Robert O Lampl, hereby certifies that on the 18th day of July, 2017, a true and correct copy of the foregoing **MOTION FOR SALE OF PERSONALTY FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES** was served upon the following (*via electronic service and/or First Class U.S. Mail*):

Norma Hildenbrand
Office of the U.S. Trustee
1001 Liberty Avenue
Suite 970
Pittsburgh, PA 15222

Lisa DiCerbo
IRS – Office of Chief Counsel
Moorhead Federal Building, Room 806
1000 Liberty Avenue
Pittsburgh, PA 15222
(Counsel for the Internal Revenue Service)

Robert C. Edmundson
Office of Attorney General
564 Forbes Avenue
5th Floor, Manor Complex
Pittsburgh, PA 15219
(Counsel for Office of Attorney General – PA Department of Revenue)

Kirk Burkley, P.C.
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Gulf Tower, Suite 2200
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(Counsel for Fifth Third Bank)

Michael R. Lessa, Esq.
107 North Commerce Way
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*(Counsel for LIN Television Corporation; Sinclair Broadcast Group Inc.,
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(Counsel for Timberline MOB, LLC)

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Pender and Coward
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Virginia Beach, VA 23462
(Counsel for Max Media)

David Varhol, Managing Director
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20225 Watertower Blvd.
Crossroads Corporate Center Xii
Brookfield, WI 53045
(Counsel for GE HFS, LLC)

Date: July 18, 2017

/s/ Robert O Lampl

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